

Chevron Mining Co.

9212453



ARTICLES OF INCORPORATION
OF
P & M COAL MINING CO.

We, the undersigned, being natural persons of the age of twenty-one years or more and subscribers to the shares of the corporation to be organized pursuant hereto, for the purpose of forming a corporation under the provisions of The General and Business Corporation Act of Missouri, as amended, do hereby adopt the following Articles of Incorporation:

FIRST: The name of the corporation is P & M COAL MINING CO.

SECOND: The address of its initial registered office in the State of Missouri is Nine West Tenth Street, Kansas City, Missouri, and the name of its initial registered agent at such address is Edward S. Biggar.

THIRD: The aggregate number of shares which the corporation shall have authority to issue is 10,000 shares of common stock, each of the par value of \$10. None of the shares of stock of the corporation shall carry with them any pre-emptive rights.

FOURTH: The number of shares to be issued before the corporation shall commence business is One Hundred (100) shares of common stock. The consideration to be paid for the said shares of common stock is One Thousand Dollars (\$1,000). The capital with which the corporation will commence business is One Thousand Dollars (\$1,000).

One Thousand Dollars (\$1,000) has been paid up in lawful money of the United States for said shares of common stock, each of which is fully paid and shall be non-assessable.

FIFTH: The names and places of residence of the shareholders and the number of shares subscribed by each are:

<u>Names</u>	<u>Residences</u>	<u>No. of Shares</u>
Edward S. Biggar	6033 Central Street Kansas City, Missouri	40
L. T. Reinoehl	15 East 54th Street Kansas City, Missouri	40
James P. Sunderland	4607 Jefferson Street Kansas City, Missouri	20

SIXTH: The number of directors to be elected at the first meeting of the shareholders, and the number of directors to constitute the board of directors of the corporation, is three.

SEVENTH: The duration of the corporation is perpetual.

EIGHTH: The corporation is formed for the following purposes:

(a) To engage in any mining, manufacturing, chemical, metallurgical, processing or related business, and to buy, purchase, lease, construct, erect, fabricate or otherwise acquire, own, hold, use, sell, lease, mortgage or otherwise dispose of mines, plants, works, facilities and equipment therefor.

(b) To carry on the business of drilling for, boring and exploring for, mining, extracting, producing, refining, smelting, treating, distilling, manufacturing, marketing, distributing, handling, dealing in, buying, selling and otherwise turning to account, including but without limitation as to description, coal, salt, gold, silver, iron, lead, copper, zinc, uranium, helium, and all other metals, minerals and products of the earth of every kind and character, natural gas, oil, petroleum, asphalt, artificial gas, bitumen, bituminous rock, carbon black, carbon and hydrocarbon products of all kinds, and any and all products or by-products which may be derived from said substances or any of them; to conduct mining operations of every kind, and to operate plants for reducing, smelting, and refining ores, minerals, matte, and bullion; to enter into contracts with other persons, firms, or corporations, for the mining, reduction, treatment, smelting, and refining of the ores, minerals, matte, and bullion; to search for, obtain, and disseminate information as to mines, mining districts, mining claims, water claims, water rights, and any other rights, claims, and property; to examine, investigate, and secure the titles to lands, mines, minerals, ores, and mining or other rights and claims, and interests therein, in any part of the world; to employ and send to any part of the world, and to pay the fees, costs, charges and expenses of, agents, including persons and corporations, mining experts, legal counsel, and all persons useful, or supposed to be useful, in examining, investigating, and securing the title to lands, mines, minerals, ores, mining and other rights and claims, or interests therein, in any part of the world; to print, publish, advertise, and circulate reports, maps, plans, prospectuses, and documents of every kind whatsoever, directly or indirectly relating, or supposed to relate, to lands, mines, minerals, ores, and mining or other rights, concessions, and claims in any part of the world, or to the title thereto, or to the organization, operations, and objects of this corporation, or of any other corporation; and to do any and all things without limitation as to description or amount calculated to be useful to the corporation in carrying on the foregoing.

(c) To acquire, buy, contract for, explore, exchange, improve, lease, mortgage, operate, take, hold, own, sell, and otherwise use, dispose of and turn to account lands, concessions, grants, freeholds, leases, rights, claims, authorities, oil rights, gas rights, mineral rights, mining claims, water rights, oil wells, gas wells, gas lands, oil lands, mineral lands, mines, mill sites, and other real property and rights and interests in and to real property of every kind and description and all buildings, plants, structures, improvements, machinery, equipment and facilities deemed useful in connection with the development or operation of such property or any other property or business of the corporation, or incidental thereto.

(d) To buy, purchase, lease or otherwise acquire, erect, fabricate, construct or create, own, hold, use, improve, alter, operate and provide management, engineering and sales services with respect to, and to sell, lease, mortgage or otherwise dispose of mining, chemical, manufacturing or processing plants, works and

facilities, also land, sites, real estate, buildings, laboratories, factories, offices, houses, mines, storage and transportation facilities and equipment, also any and all kinds of tools, machinery and equipment, and any and all interests or estates in any such property; also any and all other property or property rights, real, personal and mixed, tangible and intangible, and the evidences thereof, of every character and description whatever.

(e) To buy, sell, utilize, lease, rent, import, export, manufacture, produce, design, repair, assemble, fabricate, improve, develop, mortgage, pledge, distribute, and otherwise deal, either as principal, agent, or on commission, in and with all commodities, goods, wares, merchandise, and all other personal property whether tangible or intangible, of every kind and description.

(f) To acquire by purchase, lease, exchange, or otherwise, and to own, hold, mortgage and possess, and to sell, lease, exchange or otherwise dispose of, deal in and turn to account real estate, buildings, factories, facilities, warehouses, structures, edifices and hereditaments of any tenor or description and any estate or interest therein, and any rights over, or connected with lands or properties, also any and all buildings, structures or improvements constituting part of or situated on or used for or in connection with any such real estate and in general in any manner lawfully permitted to acquire, own, hold, operate, manage, develop, explore, rent, lease, divide, partition, or otherwise improve, use, or dispose of land, leaseholds, buildings, structures, edifices, and improvements and any and all interest therein; to construct, reconstruct, alter, improve, decorate and furnish the same with works, conveniences, and equipment of all kinds; to purchase for investment or resale and traffic in lands, houses, buildings, structures, edifices, hereditaments, fixtures and other property, and to mortgage, or make advances upon the security of lands, buildings, structures, fixtures, or other properties or any interest therein.

(g) To apply for, obtain, purchase, lease, take licenses in respect of, or otherwise acquire, and to hold, own, use, operate, enjoy, turn to account, grant licenses in respect of, manufacture under, introduce, sell, assign, mortgage, pledge, or otherwise dispose of:

(1) Any and all inventions, devices, processes and formulae and any improvements and modifications thereof;

(2) Any and all letters patent of the United States or of any other country, state, or locality, and all rights connected therewith or appertaining thereto;

(3) Any and all copyrights granted by the United States or any other country, state or locality as aforesaid;

(4) Any and all trade-marks, trade names, trade symbols, and other indications of origin and ownership granted by or recognized under the laws of the United States or of any other country, state, or locality as aforesaid; and

to conduct and carry on its business in any or all of its various branches under any trade name or trade names.

(h) To engage in, carry on, and conduct research, experiments, investigations, analyses, studies and laboratory work, for the purpose of discovering new products or to improve products, articles and things, and to buy, construct or otherwise acquire, own, operate, maintain, alter, improve, lease, sell, mortgage or otherwise dispose of, whenever the corporation deems such action desirable, laboratories and similar facilities, plants and any and all other establishments, and to procure, construct, own, use, hold and dispose of all necessary equipment in respect thereof, for the purposes aforesaid.

(i) To purchase and acquire, as a going concern or otherwise, and to own, carry on, maintain, operate and conduct, directly or indirectly, through stock ownership or affiliation, or otherwise, all or any part of the property or business of any corporation, firm, association, entity, syndicate, or persons whatsoever, deemed to be of benefit to the corporation, or of use in any manner in connection with any of its purposes; and to dispose thereof upon such terms as may seem advisable to the corporation.

(j) To purchase, hold, pledge, sell, reissue, and transfer to the extent then permitted by the articles of incorporation or by law, shares of the corporation's stock, but said stock so acquired and held shall not be entitled to vote.

(k) To invest, lend and deal with moneys of the corporation in any lawful manner, and to acquire by purchase, by the exchange of shares of stock or other securities of the corporation, by subscription or otherwise, and to invest in, hold for investment or for any other purpose, and to deal in and use, sell, pledge, or otherwise dispose of, and in general to deal in any interest concerning or enter into any transaction with respect to (including "long" and "short" sales of) any shares of stock, bonds, notes, debentures, certificates, receipts and other securities and obligations of any government, state, municipality, or any agency thereof, and any corporation, association, or other entity, including individuals and partnerships, and, while owner thereof, to exercise all of the rights, powers and privileges of ownership, including, among other things, the right to vote thereon for any and all purposes and to give consents with respect thereto.

(l) To borrow or raise money for any purpose of the corporation and to secure the same and the interest accruing on any such loan, indebtedness or obligation of the corporation, and for that or any other purpose to mortgage, pledge, hypothecate, or charge all or any part of the present or hereafter acquired property, rights and franchises of the corporation, real, personal, mixed or of any character whatever, subject only to limitations specifically imposed by law.

(m) To enter into any lawful contract or contracts with, including guaranteeing the performance or obligation of, persons, firms, corporations, other entities, governments, or any agencies or subdivisions thereof.

(n) To do any or all of the things hereinabove enumerated alone for its own account, or for the account of others, or as the agent for others, or in association with others or by or through

others, and to enter into all lawful contracts and undertakings in respect thereof.

(o) To have one or more offices, to conduct its business, carry on its operations, and promote its objects and purposes within and without the State of Missouri, in other states, the District of Columbia, the territories, colonies and dependencies of the United States, and in foreign countries, without restriction as to place, manner or amount, but subject to the laws applicable thereto; and to do any or all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world, either alone or in company with others.

(p) In general, to carry on any other business in connection with each and all of the foregoing or incidental thereto, and to carry on, transact, and engage in any and every lawful business or other lawful thing calculated to be of gain, profit or benefit to the corporation as fully and freely as a natural person might do, to the extent and in the manner, anywhere within and without the State of Missouri, as it may from time to time determine; and to have and exercise each and all of the powers and privileges, either direct or incidental, which are given and provided by or are available under the laws of the State of Missouri in respect of general and business corporations organized for profit thereunder; provided, however, that the corporation shall not engage in any activity for which a corporation may not be formed under the laws of the State of Missouri.

It is the intention that each of the objects, purposes, and powers specified in each of the paragraphs in this Article EIGHTH shall be in no wise limited or restricted by reference to or inference from the terms of any other paragraph, but that the objects, purposes and powers specified in each of the paragraphs of this Article EIGHTH shall be regarded as independent objects, purposes and powers. The enumeration of the specific objects, purposes and powers in this Article EIGHTH shall not be construed to restrict in any manner the general objects, purposes and powers of this corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature. The enumeration of objects, purposes or powers herein shall not be deemed to exclude or in any way limit by inference any objects, purposes or powers which this corporation has power to exercise, whether expressly or by force of the laws of the State of Missouri, now or hereafter in effect, or impliedly by any reasonable construction of said laws.

NINTH: (a) Except as may be otherwise specifically provided by (i) statute, (ii) the articles of incorporation of the corporation as from time to time amended or (iii) bylaw provisions adopted from time to time by the shareholders of the corporation, all powers of management, direction and control of the corporation shall be and hereby are vested in the board of directors.

(b) The board of directors shall have power to make and from time to time repeal, amend and alter, the bylaws of the corporation; provided, however, that the paramount power to make, repeal, amend and alter and enlarge the bylaws or to adopt new bylaws, shall always be vested in the shareholders; which power may be exercised by a vote thereof present at any annual or special meeting of the

shareholders, and the directors thereafter shall have no power to suspend, repeal, amend or otherwise alter any bylaws or portion thereof so enacted by the shareholders, unless the shareholders in enacting such bylaws or portion thereof shall otherwise provide.

(c) The corporation in its bylaws may agree to the terms and conditions upon which any director or officer accepts his office or position and similarly in such manner may agree to indemnify and protect each and all of such persons against all costs and expenses reasonably incurred by any or all of them, and all liability imposed or threatened to be imposed upon any or all of them, by reason of or arising out of their or any of them being or having been a director or officer of the corporation; but any such bylaw provisions shall not be exclusive of any other right or rights of any such director or officer to be indemnified and protected against such costs and liabilities which he may otherwise possess.

TENTH: No contract or other transaction between this corporation or any other firm or corporation shall be affected or invalidated by reason of the fact that any of the directors or officers of this corporation are interested in or are members, shareholders, directors or officers of this corporation, or are interested in or are members, shareholders, directors, or officers of such other firm or corporation; and any director or officer of this corporation may be a party to or may be interested in any contract or transaction of this corporation or in which this corporation is interested and no such contract shall be affected or invalidated thereby; and each and every person who may become a director or officer of this corporation is hereby relieved from any liability that might otherwise exist from his contracting with this corporation for the benefit of himself or any person, firm, association or corporation in which he may be in any wise interested.

ELEVENTH: The shareholders and directors shall have power to hold their meetings, if the bylaws so provide, and to keep the books (except the original books required to be kept in the State of Missouri, pursuant to the laws thereof) outside of the State of Missouri, and to have one or more offices, within or without the State of Missouri, at such places as may be from time to time designated in the bylaws or by resolution of the shareholders or directors.

TWELFTH: This corporation reserves the right to amend, alter or repeal any provision contained in these articles of incorporation in the manner now or hereafter prescribed by the statutes of Missouri, and all rights and powers conferred herein are granted subject to this reservation; and, in particular, the corporation reserves the right and privilege, subject to compliance with any requirements set forth in Article THIRD of these Articles, to amend its articles of incorporation from time to time so as to authorize other or additional classes of shares of stock, to increase or decrease the number of shares of stock of any class now or hereafter authorized, and to vary the preferences, qualifications, limitations, restrictions and the special or relative rights or other characteristics in respect of the shares of each class and to accept and avail itself of, or subject itself to, the provisions of any statutes of Missouri hereafter enacted pertaining to general and business corporations and to exercise all the rights, powers and privileges conferred upon corporations organized thereunder or accepting the

provisions thereof and assume the obligations and duties imposed therein, upon the favorable vote of the shareholders of a majority of the shares of stock entitled to vote thereon.

16th IN WITNESS WHEREOF, we have hereunto set our hands this day of May, 1955.

Edward S. Biggar
Edward S. Biggar

L. T. Reinoehl
L. T. Reinoehl

James P. Sunderland
James P. Sunderland

STATE OF MISSOURI }
COUNTY OF JACKSON } SS.

The undersigned, Edward S. Biggar, L. T. Reinoehl and James P. Sunderland, being all of the incorporators of P & M COAL MINING CO., being duly sworn, upon their oaths, each did say that the statements and matters set forth in the foregoing Articles of Incorporation are true.

FILED AND CERTIFICATE OF
INCORPORATION ISSUED

MAY 17 1955

Orville H. Tothman
CORPORATION DEPT. Secretary of State

Edward S. Biggar
Edward S. Biggar

L. T. Reinoehl
L. T. Reinoehl

James P. Sunderland
James P. Sunderland

Subscribed and sworn to before me this 16th day of May, 1955.

Mary J. Geary
Notary Public

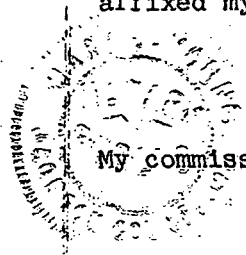
My commission expires Feb. 1, 1959

STATE OF MISSOURI }
COUNTY OF JACKSON } SS.

On this 16th day of May, 1955, before me personally appeared Edward S. Biggar, L. T. Reinoehl and James P. Sunderland,

to me known to be the persons described in and who executed the foregoing instrument and acknowledged that they executed the same as their free act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal the day and year last above mentioned.



Mary J. Gung
Notary Public

My commission expires Feb. 1, 1959.

STATE OF MISSOURI

No. 85060

Certificate of Incorporation

WHEREAS, An association organized under the name of

P & M Coal Mining Co.

has filed in the office of the Secretary of State, Articles of Incorporation in writing, as provided by law, and has in all respects complied with the requirements of The General and Business Corporation Act of Missouri governing the formation of Private Corporations.

NOW, THEREFORE, I, WALTER H. TOBERMAN, Secretary of State of the State of Missouri, in virtue and by authority of law, do hereby certify that said association has on the day hereof, become a body corporate, duly organized under the name of

P & M Coal Mining Co.

and the address of its Initial Registered Office is

Nine West Tenth Street,
Kansas City, Missouri

and is entitled to all the rights and privileges granted to corporations organized under The General and Business Corporation Act of Missouri for a term of perpetual years; and that the amount of its Authorized Shares is

10,000 Common @ \$10.00 par value
One Hundred Thousand Dollars.

IN TESTIMONY WHEREOF, I hereunto set my hand and

affix the Great Seal of the State of Missouri. Done at the

(SEAL)

City of Jefferson, this 17th day

of May A.D. Nineteen Hundred

and Fifty-five

Walter H. Toberman

Secretary of State

By

Chief Clerk.

AFFIDAVIT OF RECORDING OF ARTICLES OF INCORPORATION

STATE OF MISSOURI

OF

ss.

FILING FEE DUE...\$

We, the undersigned, Edward S. Biggar, Robert M. Zehring and

A. Tickamyer

being all the directors of P & M COAL MINING CO.

a corporation formed under the laws of Missouri as shown by Certificate No. 85060 issued on the 17th day of May, 195 5, by the Secretary of State,

do upon our oath state that the Articles of Incorporation to which was attached a certified copy of the Certificate, was filed for record in the office of the Recorder of Deeds in Kansas City

County* of Jackson, on the 18th day of May, 195 5.

Edward S. Biggar

Robert M. Zehring

A. Tickamyer

(To be executed by all of the directors)

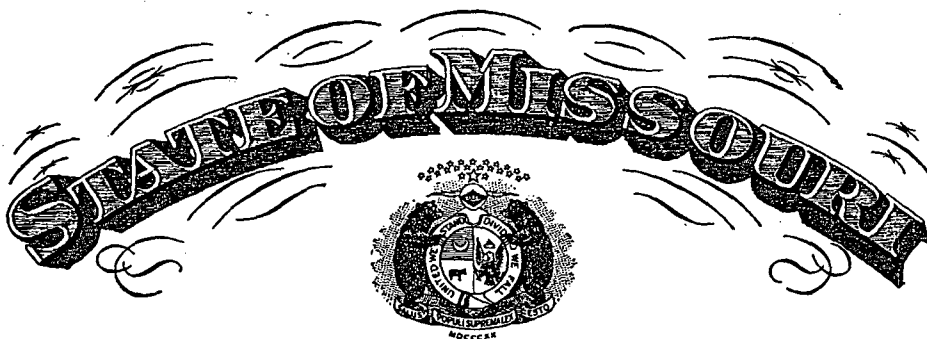
Subscribed and sworn to before me this 18th day of May

A.D. 195 5

My commission expires Feb. 1, 1959, 19

Mary J. Young
Notary Public

*If in St. Louis omit reference to county.



SECRETARY

OF STATE

Certificate of Authority to Commence Business

Whereas, An association organized under the name of _____

P & M COAL MINING CO.

has filed in the office of the Secretary of State an affidavit by its Board of Directors showing that a certified copy of its Certificate of Incorporation and Articles of Incorporation have been filed in the office of the Recorder of Deeds as is required by law, and has in all respects complied with the requirements of law for the commencing of business.

Now, Therefore, I, WALTER H. TOBERMAN, Secretary of State of the State of Missouri, in virtue and by authority of law, do hereby certify that _____

P & M COAL MINING CO.

is entitled to all the rights and privileges granted to corporations organized under The General and Business Corporation Act of Missouri.

In Testimony Whereof, I hereunto set my hand and affix the Great Seal of the State

of Missouri. Done at the City of Jefferson, this 19th

day of May A. D.,

Nineteen Hundred and Fifty-five

Walter H. Toberman
SECRETARY OF STATE
Will Davis

CHIEF CLERK

ARTICLES AND AGREEMENT OF MERGER
OF
THE COLONIAL COAL MINING COMPANY
(a Delaware corporation)
and
PARADISE COLLIERIES, INC.
(a Delaware corporation)
and
P & M COAL MINING CO.
(a Missouri corporation)

THIS AGREEMENT OF MERGER, entered into by and among THE COLONIAL COAL MINING COMPANY, a Delaware corporation (hereinafter sometimes called "Colonial"), PARADISE COLLIERIES, INC., a Delaware corporation (hereinafter sometimes called "Paradise"), and P & M COAL MINING CO., a Missouri corporation (hereinafter sometimes called "P & M"), this 27th day of March, 1957,

WITNESSETH:

WHEREAS, Colonial and Paradise are corporations duly organized and existing under the laws of the State of Delaware and P & M is a corporation duly organized and existing under the laws of the State of Missouri; and

WHEREAS, Colonial is authorized to issue 1,000 shares of Common Stock, with a par value of \$100 per share, and 1,000 shares of Preferred Stock, with a par value of \$100 per share, and has heretofore issued and has at present outstanding 1,000 shares of said Common Stock, with a par value of \$100 per share; and

WHEREAS, Paradise is authorized to issue 150,000 shares of Common Stock, with a par value of \$10 per share, and 15,000 shares of Preferred Stock, with a par value of \$100 per share, and has heretofore issued and has at present outstanding 100,000 shares of Common Stock, with a par value of \$10 per share, and 10,000 shares of Preferred Stock, with a par value of \$100 per share; and

WHEREAS, P & M is authorized to issue 10,000 shares of Common Stock, with a par value of \$10 per share, and has heretofore issued and has presently outstanding 1,500 shares of Common Stock, with a par value of \$10 per share; and

WHEREAS, the Board of Directors of Colonial deems it advisable and to the advantage of Colonial and its stockholders to merge Colonial and Paradise with P & M; and

WHEREAS, the Board of Directors of Paradise deems it advisable and to the advantage of Paradise and its stockholders to merge Paradise and Colonial with P & M; and

WHEREAS, the Board of Directors of P & M deems it advisable and to the advantage of P & M and its shareholders to have Colonial and Paradise merge into P & M;

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements hereinafter set forth, the undersigned

corporations do hereby execute the following Articles and Agreement of Merger:

ARTICLE ONE

AGREEMENT OF MERGER

Section I

The names of the corporations merging, and the names of the states under the laws of which such corporations are organized, are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
The Colonial Coal Mining Company	Delaware
Paradise Collieries, Inc.	Delaware
P & M Coal Mining Co.	Missouri

The name of the surviving corporation is P & M Coal Mining Co., a Missouri corporation, subject to and governed by the laws of the State of Missouri.

Section II

In accordance with the applicable provisions of the laws of the State of Missouri and of the State of Delaware, Colonial, Paradise and P & M shall be, and hereby are, merged so that P & M shall be and become the surviving corporation and shall continue to be duly organized and existing under the laws of the State of Missouri.

Section III

The terms and conditions of the merger, the mode of carrying the same into effect, and the manner and basis of converting the shares of stock presently outstanding of each of the merging corporations into shares of P & M, the surviving corporation, are as follows:

A. Upon the effectiveness of the merger:

(1) P & M, as the surviving corporation, pursuant to its Articles of Incorporation as changed and amended by these Articles and Agreement of Merger, shall be authorized to issue 100,000 shares of Common Stock, with a par value of \$50 per share. The number of shares of Common Stock, with a par value of \$50 per share, of P & M which shall be issued and outstanding upon the effectiveness of this merger and pursuant to the provisions of this agreement, will be 42,300 shares.

(2) Each of the 1,000 shares of Common Stock, with a par value of \$100 per share, heretofore issued by Colonial and presently outstanding, shall be without further act or deed changed and converted into 21 shares of Common Stock, with a par value of \$50 per share, of P & M, and the holders of certificates evidencing the shares of Common Stock of Colonial presently outstanding shall, upon the surrender thereof, be entitled to and shall receive certificates of P & M evidencing the number of shares of Common

Stock, with a par value of \$50 per share, of P & M to which each is respectively entitled.

(3) Each of the 100,000 shares of Common Stock, with a par value of \$10 per share, heretofore issued by Paradise and presently outstanding, shall be without further act or deed changed and converted into thirteen-one hundredths ($13/100$) of a share of Common Stock, with a par value of \$50 per share, of P & M. Each of the 10,000 shares of Preferred Stock, with a par value of \$100 per share, heretofore issued by Paradise and presently outstanding, shall be without further act or deed changed and converted into four-fifths ($4/5$) of a share of Common Stock, with a par value of \$50 per share, of P & M. The holders of certificates evidencing shares of Common Stock of Paradise and the holders of certificates evidencing shares of Preferred Stock of Paradise, presently issued and outstanding, shall, upon surrender thereof, be entitled to and shall receive certificates of P & M evidencing the number of shares of Common Stock, with a par value of \$50 per share, of P & M to which each is respectively entitled.

(4) Each of the 1,500 shares of Common Stock, with a par value of \$10 per share, heretofore issued by P & M and presently outstanding, shall be without further act or deed changed and converted into one-fifth ($1/5$) of a share of Common Stock, with a par value of \$50 per share, of P & M. The holders of certificates evidencing shares of Common Stock, with a par value of \$10 per share, of P & M presently issued and outstanding shall, upon surrender thereof, be entitled to and shall receive certificates of P & M evidencing the number of shares of Common Stock, with a par value of \$50 per share, of P & M to which each is respectively entitled.

B. (1) Prior to the effectiveness of this merger, the capital of Colonial with respect to its outstanding 1,000 shares of Common Stock, with a par value of \$100 per share, was \$100,000, the aggregate capital of Paradise with respect to its outstanding 100,000 shares of Common Stock, with a par value of \$10 per share, and outstanding 10,000 shares of Preferred Stock, with a par value of \$100 per share, was \$2,000,000 and the stated capital of P & M with respect to its outstanding 1,500 shares of Common Stock, with a par value of \$10 per share, was \$15,000. Upon the effectiveness of the merger, the \$100,000 of capital of Colonial with respect to its 1,000 outstanding shares of Common Stock, with a par value of \$100 per share, the \$2,000,000 of capital of Paradise with respect to its 100,000 outstanding shares of Common Stock, with a par value of \$10 per share, and 10,000 outstanding shares of Preferred Stock, with a par value of \$100 per share, and the \$15,000 of stated capital of P & M with respect to its 1,500 outstanding shares of Common Stock, with a par value of \$10 per share, shall be and become stated capital in the aggregate amount of \$2,115,000 of P & M with respect to the 42,300 shares of Common Stock, with a par value of \$50 per share, of P & M to be issued upon the effectiveness of this merger.

(2) The assets and liabilities of Colonial as at the close of business March 31, 1957 shall be entered

upon the books of P & M in the amounts at which they respectively shall at the time be carried on the books of Colonial and any and all surplus appearing on the books of Colonial shall be entered on the books of P & M as surplus of the same character.

(3) The assets and liabilities of Paradise as at the close of business on March 31, 1957 shall be entered upon the books of P & M in the amounts at which they respectively shall at that time be carried on the books of Paradise and any and all surplus appearing on the books of Paradise shall be entered on the books of P & M as surplus of the same character.

(4) P & M, the surviving corporation, shall pay all expenses of carrying this agreement into effect and accomplishing the merger.

C. The terms and provisions of this agreement shall be deemed to be effective, in fact, from and after the close of business on March 31, 1957, and as of that time and thereafter (subject, however, to the adoption and approval of this agreement by the requisite votes of the holders of the stock of Colonial, Paradise and P & M and to compliance with the applicable laws of the States of Delaware and Missouri); the business of Colonial, Paradise and P & M, shall be deemed to be transacted and carried on as a single enterprise by P & M, the surviving corporation, and on and after that date the benefit of all business transacted and the burden and liability of and for all obligations incurred shall be vested in or devolve upon P & M to the same effect and extent as if the act of merger had been legally consummated as of the close of business on March 31, 1957. Upon the effectiveness of the merger and at the time specified by the applicable statutes of the State of Delaware and the State of Missouri, all of the rights, privileges, powers, franchises, estates and property of Colonial and Paradise, real, personal and mixed, and all debts, accounts and choses in action due, owing, or belonging to Colonial and/or Paradise shall all and singular be vested in P & M without further act or deed, and, without further act or deed all rights, privileges, powers, franchises, estates, interests and property of all three corporations shall thereafter be as effectually the property of P & M, as the surviving corporation, as they were theretofore separately property of the respective corporations parties hereto. The title to all leaseholds or real property, to other estates or interests in land or real estate and to any and all other property or property rights, whether real, personal or mixed, and whether derived by deed or otherwise, which immediately prior to the effectiveness of the merger was vested in any one of the corporations parties hereto, shall not revert or be in any way impaired by reason of this merger, but shall, without further act or deed, remain and become fully vested in P & M as the surviving corporation. Similarly, all debts, liabilities, obligations, undertakings and duties of Colonial and/or Paradise shall remain unimpaired and shall forthwith attach to, be assumed by, and be deemed to be, those of and may be enforced against P & M as the surviving corporation as fully and to the same extent as if said debts, liabilities, obligations, undertakings and duties had been incurred or contracted by P & M; and all rights of creditors to and all liens held by others upon the property of the corporations parties to this agreement shall be preserved unimpaired and shall be enforceable against

P & M to the same extent as if such rights and liens had been incurred or contracted by P & M.

D. If at any time P & M shall deem or be advised that any further assignments, conveyances or assurances in law are necessary or desirable to vest or confirm in P & M the title to any property or assets of Colonial or Paradise, the respective officers and directors of Colonial or Paradise, as the case may be, in office as of the effective date of the merger shall make and execute or cause to be made and executed as of the effectiveness of this merger, all proper assignments, conveyances and other instruments or assurances and do all other things necessary or proper to vest or confirm title in such property and assets in P & M. Similarly, if P & M shall be advised that any further assumptions, agreements or assurances in law are necessary or desirable to evidence or confirm the liability of P & M as the surviving corporation upon any debts, liabilities, obligations, undertakings and duties of Colonial and/or Paradise, then the officers and directors of P & M shall make and execute or cause to be made and executed, as of the effectiveness of the merger, all proper assumptions, agreements and assurances and do all things necessary or proper to evidence or confirm such liability of P & M.

Section IV

On and after the effectiveness of the merger:

A. The Articles of Incorporation of P & M, a copy of which is appended as Exhibit A to this agreement and by reference incorporated herein, shall continue to be the Articles of Incorporation of that corporation as the surviving corporation of this merger, except that Article THIRD and Article SIXTH of said Articles of Incorporation of P & M shall, without further act or deed, be deemed to be, and shall be, respectively amended so as to provide in their entirety as follows:

"THIRD. The aggregate number of shares which the corporation shall have authority to issue is 100,000 shares of Common Stock, each of the par value of \$50. None of the shares of stock of the corporation shall carry with them any pre-emptive rights."

"SIXTH. The number of directors to constitute the board of directors of the corporation is five."

B. The bylaws of P & M shall continue to be without change the bylaws of that corporation as the surviving corporation of the merger until altered or amended in the manner provided in the Articles of Incorporation of P & M or in such bylaws, except that bylaw No. 11 of said bylaws of P & M shall, without further act or deed, be deemed to be, and shall be, amended so as to provide in its entirety, as follows:

"11. Directors - Number. The directors of this corporation shall be five in number, of whom at least one shall be a bona fide citizen and resident of Missouri. Directors need not be shareholders unless the Articles of Incorporation at any time so require."

C. The names of the members of the Board of Directors of P & M, as the surviving corporation, who shall hold office until the next annual meeting of the shareholders, or until their successors are elected and qualify, are as follows:

H. H. Spencer
Kenneth A. Spencer
Edwin R. Phelps
H. J. Hofmeister
Frank Barrow

The first annual meeting of the shareholders of P & M, as the surviving corporation, after the effectiveness of this merger, shall be held in 1957 at the time and place provided in the bylaws of P & M.

D. The officers of P & M, as the surviving corporation, each of whom shall hold office until his successor has been elected or appointed in accordance with the bylaws, are as follows:

Kenneth A. Spencer	President
Edwin R. Phelps	Executive Vice President
James A. Miner	Vice President
H. J. Hofmeister	Secretary and Treasurer
Charles F. Spencer	Assistant Secretary and Assistant Treasurer

Section V

The Board of Directors of P & M is hereby authorized to construe and interpret this Agreement of Merger, as among the corporations parties hereto, in order to implement and consummate the provisions hereof and to determine administrative procedures and accounting entries which may be necessary, advisable or appropriate in order to implement and consummate the merger of Colonial and Paradise into P & M pursuant to this Agreement of Merger.

Section VI

P & M, the surviving corporation, is authorized to execute and file, and shall execute and file, such agreements and appointments as are required by the laws of the State of Delaware to be executed and filed by a foreign corporation surviving a merger with a Delaware corporation. P & M, as the surviving corporation, does hereby agree that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of Colonial or Paradise, as well as for enforcement of any obligation of P & M arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware Corporation Law, and P & M does hereby irrevocably appoint the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceeding and does specify that a copy of any such process shall be mailed by said Secretary of State to P & M Coal Mining Co., 610 Dwight Building, Kansas City, Missouri.

Section VII

This agreement shall be submitted separately to a vote of the stockholders of each of the corporations party hereto in the

manner provided by law and it shall take effect and be deemed to be the act of merger of said corporations upon the adoption thereof by the votes, given in person or by proxy, of the stockholders of each of said corporations in accordance with the requirements of each of their respective Articles of Incorporation and bylaws and in accordance with the laws of the state under which each was organized, at a meeting of the stockholders of each of said corporations held for the purpose of considering and voting for the adoption or rejection of this agreement and upon doing such other acts and things as shall be required for accomplishing the merger under and pursuant to the applicable provisions of the laws of the State of Delaware and the State of Missouri; provided, however, that any time after the date of the meeting of stockholders of P & M, and before the filing of this agreement with the Secretary of State of the State of Missouri, the Board of Directors of P & M may, by resolution adopted by a vote of a majority of the total number of directors of P & M taken at any special or regular meeting called and held in the manner provided by the bylaws of P & M, rescind this agreement and thereupon, upon the delivery to Colonial and Paradise of a copy of such resolution of the Board of Directors of P & M, duly certified by the Secretary of P & M, this agreement shall be deemed to be rescinded and null and void and the merger shall be deemed to be abandoned.

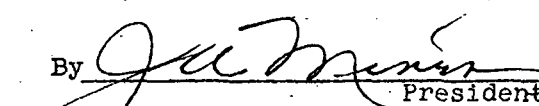
Section VIII

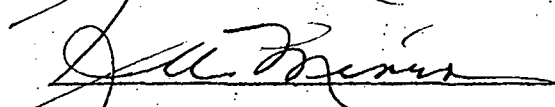
This agreement may be executed in one or more counterparts and all of such counterparts shall be deemed to be one and the same instrument.

IN WITNESS WHEREOF, the duly authorized officers and members of the respective Boards of Directors of The Colonial Coal Mining Company, a Delaware corporation, Paradise Collieries, Inc., a Delaware corporation, and P & M Coal Mining Co., a Missouri corporation, have duly affixed their signatures hereto and have caused to be affixed hereto the respective corporate seals of said corporations.

THE COLONIAL COAL MINING COMPANY
(a Delaware corporation)

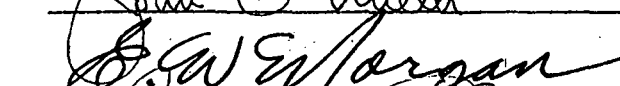
By



President











(Constituting a majority of the directors of The Colonial Coal Mining Company, a Delaware corporation.)



ATTEST:



Secretary

PARADISE COLLIERIES, INC.
(a Delaware corporation)

By Edwin R. Phelps
President

Frank Barron

H. J. Holmester

Edwin R. Phelps

Kenneth C. Spencer

ATTEST:

H. J. Holmester
Secretary

(Constituting a majority of the directors of Paradise Collieries, Inc., a Delaware corporation.)

P & M COAL MINING CO.
(a Missouri corporation)

By Edwin R. Phelps
President

John H. Miller

Edwin R. Phelps

H. J. Holmester

ATTEST:

H. J. Holmester
Secretary

(Constituting a majority of the directors of P & M Coal Mining Co., a Missouri corporation.)

ARTICLE TWO

CERTIFICATE OF COLONIAL

James A. Miner and E. V. Friedrich, being the president and secretary, respectively, of The Colonial Coal Mining Company, a Delaware corporation, hereby certify as follows:

1. That the foregoing Agreement of Merger was duly and legally approved and adopted by a majority vote of the members of the Board of Directors of The Colonial Coal Mining Company, a Delaware

corporation, at a meeting thereof duly and legally called and held at the offices thereof in Kansas City, Missouri; at which at all times a quorum was present, and said Agreement of Merger was ordered submitted to vote of the stockholders of the said The Colonial Coal Mining Company at a special meeting thereof, called separately for the purpose of voting on said agreement, to be held at the offices of said corporation in Kansas City, Missouri, on the 27th day of March, 1957.

2. That a special meeting of the stockholders of The Colonial Coal Mining Company, a Delaware corporation, was duly held on the 27th day of March, 1957, pursuant to unanimous written waiver of the time, place and purposes of the said meeting by all of the stockholders of said corporation; that there was submitted to said stockholders at said meeting called for said purpose the foregoing Agreement of Merger; that 1,000 shares of the Common Stock of the corporation, with a par value of \$100 per share, were issued and outstanding and entitled to vote at said meeting; that a vote by ballot was taken for the adoption or rejection of said Agreement of Merger; that 1,000 shares of said Common Stock, with a par value of \$100 per share, were voted in favor of the adoption of said Agreement of Merger and no shares of said Common Stock were voted against the same; and that said Agreement of Merger was accordingly adopted at said meeting by the vote of stockholders representing more than two thirds of the total number of shares of the capital stock of said corporation then issued and outstanding.

IN WITNESS WHEREOF, the said James A. Miner and E. V. Friedrich have affixed hereto their signatures as president and secretary, respectively, of The Colonial Coal Mining Company and have affixed hereto the seal of said corporation.



James A. Miner
President

E. V. Friedrich
Secretary

ARTICLE THREE

CERTIFICATE OF PARADISE

Edwin R. Phelps and H. J. Hofmeister, being the president and secretary, respectively, of Paradise Collieries, Inc., a Delaware corporation, hereby certify as follows:

1. That the foregoing Agreement of Merger was duly and legally approved and adopted by a majority vote of the members of the Board of Directors of Paradise Collieries, Inc., a Delaware corporation, at a meeting thereof duly and legally called and held at the offices of said corporation in Kansas City, Missouri, at which at all times a quorum was present, and said Agreement of Merger was ordered submitted to a vote of the stockholders of said Paradise Collieries, Inc., at a special meeting thereof, called separately for the purpose of voting on said agreement, to be held at the offices of said corporation in Kansas City, Missouri, on the 27th day of March, 1957.

2. That a special meeting of all of the stockholders of Paradise Collieries, Inc., a Delaware corporation, was duly held on the 27th day of March, 1957, pursuant to unanimous waiver of the time, place and purposes of the said meeting by all of the stockholders of said corporation; that there was submitted to said stockholders at said meeting called for said purpose the foregoing Agreement of Merger; that 10,000 shares of Preferred Stock, with a par value of \$100 per share, and 100,000 shares of Common Stock, with a par value of \$10 per share, were issued and outstanding and entitled to vote on said matter; that a vote by ballot was taken for the adoption or rejection of said Agreement of Merger; that 10,000 shares of said Preferred Stock, with a par value of \$100 per share, and 100,000 shares of said Common Stock, with a par value of \$10 per share, were voted in favor of the adoption of said Agreement of Merger and no shares of said Preferred Stock or of said Common Stock were voted against the same; and that said Agreement of Merger was accordingly adopted at said meeting by the vote of stockholders representing more than two thirds of the total number of shares of the capital stock of said corporation then issued and outstanding.

IN WITNESS WHEREOF, the said Edwin R. Phelps and H. J. Hofmeister have affixed hereto their signatures as president and secretary, respectively, of Paradise Collieries, Inc. and have affixed hereto the seal of said corporation.



Edwin R. Phelps
President

H. J. Hofmeister
Secretary

ARTICLE FOUR

CERTIFICATE OF P & M

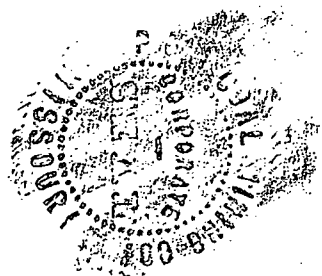
Edwin R. Phelps and H. J. Hofmeister, being the president and secretary, respectively, of P & M Coal Mining Co., a Missouri corporation, hereby certify as follows:

1. That the foregoing Agreement of Merger was duly and legally approved and adopted by a majority vote of the members of the Board of Directors of P & M Coal Mining Co., a Missouri corporation, at a meeting thereof duly and legally called and held at the offices thereof in Kansas City, Missouri, at which at all times a quorum was present, and said Agreement of Merger was directed to be submitted to the shareholders of the said P & M Coal Mining Co., a Missouri corporation, at a special meeting thereof, called separately for the purpose of voting on said agreement, to be held at the offices of said corporation in Kansas City, Missouri, on the 27th day of March, 1957.

2. That a special meeting of the shareholders of P & M Coal Mining Co., a Missouri corporation, was duly held on the 27th day of March, 1957, pursuant to a unanimous written waiver of the time, place and purposes of the meeting by all of the shareholders

of said corporation; that there was submitted to said shareholders at said meeting called for said purpose the foregoing Agreement of Merger; that 1,500 shares of Common Stock of the corporation, with a par value of \$10 per share, were issued and outstanding and entitled to vote at said meeting; that a vote by ballot was taken for the adoption or rejection of said Agreement of Merger; and that 1,500 shares of said Common Stock, with a par value of \$10 per share, were voted in favor of the adoption of said Agreement of Merger and no shares of said Common Stock were voted against the same.

IN WITNESS WHEREOF, the said Edwin R. Phelps and the said H. J. Hofmeister have affixed hereto their signatures as president and secretary, respectively, of P & M Coal Mining Co., a Missouri corporation, and have affixed hereto the seal of said corporation.



Edwin R. Phelps
President

H. J. Hofmeister
Secretary

ARTICLE FIVE

EXECUTION

The foregoing Agreement of Merger, being first duly entered into and signed by a majority of the Board of Directors of The Colonial Coal Mining Company, a Delaware corporation, a majority of the Board of Directors of Paradise Collieries, Inc., a Delaware corporation, and a majority of the Board of Directors of P & M Coal Mining Co., a Missouri corporation, and certified by the respective secretaries of each of said corporations under the respective seals thereof, is hereby duly executed and signed by the undersigned, the president and secretary, respectively, of each of said corporations on this 27 day of March, 1957.

THE COLONIAL COAL MINING COMPANY
(a Delaware corporation)

ATTEST:

B. N. McEach
Secretary

By

James A. Miner
President

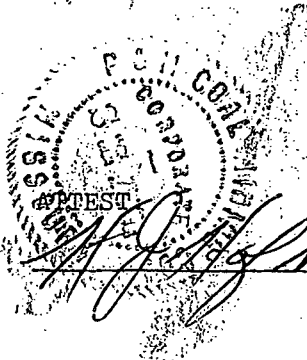
PARADISE COLLIERIES, INC.
(a Delaware corporation)

ATTEST:

H. J. Hofmeister
Secretary

By

Edwin R. Phelps
President



P & M COAL MINING CO.
(a Missouri corporation)

By Edwin R. Phelps
President

STATE OF MISSOURI }
COUNTY OF JACKSON } SS.

The undersigned, JAMES A. MINER, being the duly elected and acting president of The Colonial Coal Mining Company, a Delaware corporation, being first duly sworn, upon his oath, did state and declare that the statements and matters set forth in the foregoing Articles and Agreement of Merger are true.

James A. Miner
James A. Miner, President
The Colonial Coal Mining Company

Subscribed and sworn to before me this 27 day of March,

Elizabeth Rust
Notary Public

MY COMMISSION EXPIRES

My commission expires JULY 10, 1957.

STATE OF MISSOURI }
COUNTY OF JACKSON } SS.

The undersigned, EDWIN R. PHELPS, being the duly elected and acting president of Paradise Collieries, Inc., a Delaware corporation, being first duly sworn, upon his oath, did state and declare that the statements and matters set forth in the foregoing Articles and Agreement of Merger are true.

Edwin R. Phelps
Edwin R. Phelps, President
Paradise Collieries, Inc.

Subscribed and sworn to before me this 27 day of

March, 1957.



Elizabeth Rust
Notary Public

MY COMMISSION EXPIRES
JULY 10, 1957

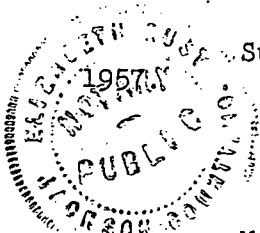
My commission expires

STATE OF MISSOURI }
COUNTY OF JACKSON } SS.

The undersigned, EDWIN R. PHELPS, being the duly elected and acting president of P & M Coal Mining Co., a Missouri corporation, being first duly sworn, upon his oath, did state and declare that the statements and matters set forth in the foregoing Articles and Agreement of Merger are true.

Edwin R. Phelps
Edwin R. Phelps, President
P & M Coal Mining Co.

Subscribed and sworn to before me this 27 day of March,



Elizabeth Rust
Notary Public

MY COMMISSION EXPIRES
JULY 10, 1957

My commission expires

STATE OF MISSOURI }
COUNTY OF JACKSON } SS.

BE IT REMEMBERED, that on this 27 day of March, 1957, before me, the undersigned, a notary public within and for the county and state aforesaid, personally came JAMES A. MINER, president, and E. V. FRIEDRICH, secretary, of The Colonial Coal Mining Company, a Delaware corporation, each of whom is personally known to me to be such officer, and who is personally known to me to be the same person who executed as such officer the foregoing Agreement of Merger and the foregoing Certificate of Colonial comprising Article Two of the foregoing Articles and Agreement of Merger, and acknowledged the execution of both of the same as their respective acts and deeds and the voluntary act, deed and agreement of the said The Colonial Coal Mining Company, a Delaware corporation, and the seal thereto affixed to be the corporate seal of said The Colonial Coal Mining Company, a Delaware corporation, duly affixed by corporate authority and further declared that all of the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal

the day and year before written.



Elizabeth Rust

Notary Public

MY COMMISSION EXPIRES
JULY 10, 1957

My commission expires

STATE OF MISSOURI

SS.

COUNTY OF JACKSON

BE IT REMEMBERED, that on this 27 day of March, 1957, before me, the undersigned, a notary public within and for the county and state aforesaid, personally came EDWIN R. PHELPS, president, and H. J. HOFMEISTER, secretary, of Paradise Collieries, Inc., a Delaware corporation, each of whom is personally known to me to be such officer, and who is personally known to me to be the same person who executed as such officer the foregoing Agreement of Merger and the foregoing Certificate of Paradise comprising Article Three of the foregoing Articles and Agreement of Merger, and acknowledged the execution of both of the same as their respective acts and deeds and the voluntary act, deed and agreement of the said Paradise Collieries, Inc., a Delaware corporation, and the seal thereto affixed to be the corporate seal of said Paradise Collieries, Inc., a Delaware corporation, duly affixed by corporate authority and further declared that all of the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.



Elizabeth Rust

Notary Public

MY COMMISSION EXPIRES
JULY 10, 1957

My commission expires

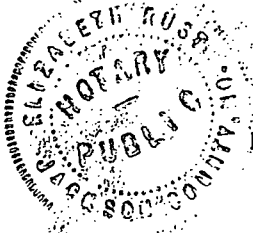
STATE OF MISSOURI

SS.

COUNTY OF JACKSON

BE IT REMEMBERED, that on this 27 day of March, 1957, before me, the undersigned, a notary public within and for the county and state aforesaid, personally came EDWIN R. PHELPS, president, and H. J. HOFMEISTER, secretary, of P & M Coal Mining Co., a Missouri corporation, each of whom is personally known to me to be such officer, and who is personally known to me to be the same person who executed as such officer the foregoing Agreement of Merger and the foregoing Certificate of P & M comprising Article Four of the foregoing Articles and Agreement of Merger and acknowledged the execution of both of the same as their respective acts and deeds and the voluntary act, deed and agreement of the said P & M Coal Mining Co., a Missouri corporation, and the seal thereto affixed to be the corporate seal of said P & M Coal Mining Co., a Missouri corporation, duly affixed by corporate authority and further declared that all of the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
the day and year before written.



Elizabeth Rust
Notary Public

My commission expires _____ MY COMMISSION EXPIRES
JULY 10, 1957

FILED and CERTIFICATE
ISSUED

MAR 28 1957

Wally H. Toberman
CORPORATION UNIT Secretary of State

EXHIBIT A
TO

Agreement and Plan of Merger, dated March 27, 1957

ARTICLES OF INCORPORATION
OF
P & M COAL MINING CO.

We, the undersigned, being natural persons of the age of twenty-one years or more and subscribers to the shares of the corporation to be organized pursuant hereto, for the purpose of forming a corporation under the provisions of The General and Business Corporation Act of Missouri, as amended, do hereby adopt the following Articles of Incorporation:

FIRST: The name of the corporation is P & M COAL MINING CO.

SECOND: The address of its initial registered office in the State of Missouri is Nine West Tenth Street, Kansas City, Missouri, and the name of its initial registered agent at such address is Edward S. Biggar.

THIRD: The aggregate number of shares which the corporation shall have authority to issue is 10,000 shares of common stock, each of the par value of \$10. None of the shares of stock of the corporation shall carry with them any pre-emptive rights.

FOURTH: The number of shares to be issued before the corporation shall commence business is One Hundred (100) shares of common stock. The consideration to be paid for the said shares of common stock is One Thousand Dollars (\$1,000). The capital with which the corporation will commence business is One Thousand Dollars (\$1,000).

One Thousand Dollars (\$1,000) has been paid up in lawful money of the United States for said shares of common stock, each of which is fully paid and shall be non-assessable.

FIFTH: The names and places of residence of the shareholders and the number of shares subscribed by each are:

<u>Names</u>	<u>Residences</u>	<u>No. of Shares</u>
Edward S. Biggar	6033 Central Street Kansas City, Missouri	40
L. T. Reinoehl	15 East 54th Street Kansas City, Missouri	40
James P. Sunderland	4607 Jefferson Street Kansas City, Missouri	20

SIXTH: The number of directors to be elected at the first meeting of the shareholders, and the number of directors to constitute the board of directors of the corporation, is three.

SEVENTH: The duration of the corporation is perpetual.

EIGHTH: The corporation is formed for the following purposes:

(a) To engage in any mining, manufacturing, chemical, metallurgical, processing, or related business, and to buy, purchase, lease, construct, erect, fabricate or otherwise acquire, own, hold, use, sell, lease, mortgage or otherwise dispose of mines, plants, works, facilities and equipment therefor.

(b) To carry on the business of drilling for, boring and exploring for, mining, extracting, producing, refining, smelting, treating, distilling, manufacturing, marketing, distributing, handling, dealing in, buying, selling and otherwise turning to account, including but without limitation as to description, coal, salt, gold, silver, iron, lead, copper, zinc, uranium, helium, and all other metals, minerals and products of the earth of every kind and character, natural gas, oil, petroleum, asphalt, artificial gas, bitumen, bituminous rock, carbon black, carbon and hydrocarbon products of all kinds, and any and all products or by-products which may be derived from said substances or any of them; to conduct mining operations of every kind, and to operate plants for reducing, smelting, and refining ores, minerals, matte, and bullion; to enter into contracts with other persons, firms, or corporations, for the mining, reduction, treatment, smelting, and refining of the ores, minerals, matte, and bullion; to search for, obtain, and disseminate information as to mines, mining districts, mining claims, water claims, water rights, and any other rights, claims, and property; to examine, investigate, and secure the titles to lands, mines, minerals, ores, and mining or other rights and claims, and interests therein, in any part of the world; to employ and send to any part of the world, and to pay the fees, costs, charges and expenses of, agents, including persons and corporations, mining experts, legal counsel, and all persons useful, or supposed to be useful, in examining, investigating, and securing the title to lands, mines, minerals, ores, mining and other rights and claims, or interests therein, in any part of the world; to print, publish, advertise, and circulate reports, maps, plans, prospectuses, and documents of every kind whatsoever, directly or indirectly relating, or supposed to relate, to lands, mines, minerals, ores, and mining or other rights, concessions, and claims in any part of the world, or to the title thereto, or to the organization, operations, and objects of this corporation, or of any other corporation; and to do any and all things without limitation as to description or amount calculated to be useful to the corporation in carrying on the foregoing.

(c) To acquire, buy, contract for, explore, exchange, improve, lease, mortgage, operate, take, hold, own, sell, and otherwise use, dispose of and turn to account lands, concessions, grants, freeholds, leases, rights, claims, authorities, oil rights, gas rights, mineral rights, mining claims, water rights, oil wells, gas wells, gas lands, oil lands, mineral lands, mines, mill sites, and other real property and rights and interests in and to real property of every kind and description and all buildings, plants, structures, improvements, machinery, equipment and facilities deemed useful in connection with the development or operation of such property or any other property or business of the corporation, or incidental thereto.

(d) To buy, purchase, lease or otherwise acquire, erect,

fabricate, construct or create, own, hold, use, improve, alter, operate and provide management, engineering and sales services with respect to, and to sell, lease, mortgage or otherwise dispose of mining, chemical, manufacturing or processing plants, works and facilities, also land, sites, real estate, buildings, laboratories, factories, offices, houses, mines, storage and transportation facilities and equipment, also any and all kinds of tools, machinery and equipment, and any and all interests or estates in any such property; also any and all other property or property rights, real, personal and mixed, tangible and intangible, and the evidences thereof, of every character and description whatever.

(e) To buy, sell, utilize, lease, rent, import, export, manufacture, produce, design, repair, assemble, fabricate, improve, develop, mortgage, pledge, distribute, and otherwise deal, either as principal, agent, or on commission, in and with all commodities, goods, wares, merchandise, and all other personal property whether tangible or intangible, of every kind and description.

(f) To acquire by purchase, lease, exchange, or otherwise, and to own, hold, mortgage and possess, and to sell, lease, exchange or otherwise dispose of, deal in and turn to account real estate, buildings, factories, facilities, warehouses, structures, edifices and hereditaments of any tenor or description and any estate or interest therein, and any rights over, or connected with lands or properties, also any and all buildings, structures or improvements constituting part of or situated on or used for or in connection with any such real estate and in general in any manner lawfully permitted to acquire, own, hold, operate, manage, develop, explore, rent, lease, divide, partition, or otherwise improve, use, or dispose of land, leaseholds, buildings, structures, edifices, and improvements and any and all interest therein; to construct, reconstruct, alter, improve, decorate and furnish the same with works, conveniences, and equipment of all kinds; to purchase for investment or resale and traffic in lands, houses, buildings, structures, edifices, hereditaments, fixtures and other property, and to mortgage, or make advances upon the security of lands, buildings, structures, fixtures, or other properties or any interest therein.

(g) To apply for, obtain, purchase, lease, take licenses in respect of, or otherwise acquire, and to hold, own, use, operate, enjoy, turn to account, grant licenses in respect of, manufacture under, introduce, sell, assign, mortgage, pledge, or otherwise dispose of:

(1) Any and all inventions, devices, processes and formulae and any improvements and modifications thereof;

(2) Any and all letters patent of the United States or of any other country, state, or locality, and all rights connected therewith or appertaining thereto;

(3) Any and all copyrights granted by the United States or any other country, state or locality as aforesaid;

(4) Any and all trade-marks, trade names, trade symbols, and other indications of origin and ownership granted by or recognized under the laws of the United States or of any other country, state, or locality as aforesaid; and

to conduct and carry on its business in any or all of its various branches under any trade name or trade names.

(h) To engage in, carry on, and conduct research, experiments, investigations, analyses, studies and laboratory work, for the purpose of discovering new products or to improve products, articles and things, and to buy, construct or otherwise acquire, own, operate, maintain, alter, improve, lease, sell, mortgage or otherwise dispose of, whenever the corporation deems such action desirable, laboratories and similar facilities, plants and any and all other establishments, and to procure, construct, own, use, hold and dispose of all necessary equipment in respect thereof, for the purposes aforesaid.

(i) To purchase and acquire, as a going concern or otherwise, and to own, carry on, maintain, operate and conduct, directly or indirectly, through stock ownership or affiliation, or otherwise, all or any part of the property or business of any corporation, firm, association, entity, syndicate, or persons whatsoever, deemed to be of benefit to the corporation, or of use in any manner in connection with any of its purposes; and to dispose thereof upon such terms as may seem advisable to the corporation.

(j) To purchase, hold, pledge, sell, reissue, and transfer to the extent then permitted by the articles of incorporation or by law, shares of the corporation's stock, but said stock so acquired and held shall not be entitled to vote.

(k) To invest, lend and deal with moneys of the corporation in any lawful manner, and to acquire by purchase, by the exchange of shares of stock or other securities of the corporation, by subscription or otherwise, and to invest in, hold for investment or for any other purpose, and to deal in and use, sell, pledge, or otherwise dispose of, and in general to deal in any interest concerning or enter into any transaction with respect to (including "long" and "short" sales of) any shares of stock, bonds, notes, debentures, certificates, receipts and other securities and obligations of any government, state, municipality, or any agency thereof, and any corporation, association, or other entity, including individuals and partnerships, and, while owner thereof, to exercise all of the rights, powers and privileges of ownership, including, among other things, the right to vote thereon for any and all purposes and to give consents with respect thereto.

(l) To borrow or raise money for any purpose of the corporation and to secure the same and the interest accruing on any such loan, indebtedness or obligation of the corporation, and for that or any other purpose to mortgage, pledge, hypothecate, or charge all or any part of the present or hereafter acquired property, rights and franchises of the corporation, real, personal, mixed or of any character whatever, subject only to limitations specifically imposed by law.

(m) To enter into any lawful contract or contracts with, including guaranteeing the performance or obligation of, persons, firms, corporations, other entities, governments, or any agencies or subdivisions thereof.

(n) To do any or all of the things hereinabove enumerated alone for its own account, or for the account of others, or as the agent for others, or in association with others or by or through others, and to enter into all lawful contracts and undertakings in

respect thereof.

(o) To have one or more offices, to conduct its business, carry on its operations, and promote its objects and purposes within and without the State of Missouri, in other states, the District of Columbia, the territories, colonies and dependencies of the United States, and in foreign countries, without restriction as to place, manner or amount, but subject to the laws applicable thereto; and to do any or all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world, either alone or in company with others.

(p) In general, to carry on any other business in connection with each and all of the foregoing or incidental thereto, and to carry on, transact, and engage in any and every lawful business or other lawful thing calculated to be of gain, profit or benefit to the corporation as fully and freely as a natural person might do, to the extent and in the manner, anywhere within and without the State of Missouri, as it may from time to time determine; and to have and exercise each and all of the powers and privileges, either direct or incidental, which are given and provided by or are available under the laws of the State of Missouri in respect of general and business corporations organized for profit thereunder; provided, however, that the corporation shall not engage in any activity for which a corporation may not be formed under the laws of the State of Missouri.

It is the intention that each of the objects, purposes and powers specified in each of the paragraphs in this Article EIGHTH shall be in no wise limited or restricted by reference to or inference from the terms of any other paragraph, but that the objects, purposes and powers specified in each of the paragraphs of this Article EIGHTH shall be regarded as independent objects, purposes and powers. The enumeration of the specific objects, purposes and powers in this Article EIGHTH shall not be construed to restrict in any manner the general objects, purposes and powers of this corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature. The enumeration of objects, purposes or powers herein shall not be deemed to exclude or in any way limit by inference any objects, purposes or powers which this corporation has power to exercise, whether expressly or by force of the laws of the State of Missouri, now or hereafter in effect, or impliedly by any reasonable construction of said laws.

NINTH: (a) Except as may be otherwise specifically provided by (i) statute, (ii) the articles of incorporation of the corporation as from time to time amended or (iii) bylaw provisions adopted from time to time by the shareholders of the corporation, all powers of management, direction and control of the corporation shall be and hereby are vested in the board of directors.

(b) The board of directors shall have power to make and from time to time repeal, amend and alter, the bylaws of the corporation; provided, however, that the paramount power to make, repeal, amend and alter and enlarge the bylaws or to adopt new bylaws, shall always be vested in the shareholders, which power may be exercised by a vote thereof present at any annual or special meeting of the shareholders, and the directors thereafter shall have no power to suspend, repeal, amend or otherwise alter any bylaws or portion thereof so enacted by the shareholders, unless the shareholders in enacting such bylaws or portion thereof shall otherwise provide.

(c) The corporation in its bylaws may agree to the terms and conditions upon which any director or officer accepts his office or position and similarly in such manner may agree to indemnify and protect each and all of such persons against all costs and expenses reasonably incurred by any or all of them, and all liability imposed or threatened to be imposed upon any or all of them, by reason of or arising out of their or any of them being or having been a director or officer of the corporation; but any such bylaw provisions shall not be exclusive of any other right or rights of any such director or officer to be indemnified and protected against such costs and liabilities which he may otherwise possess.

TENTH: No contract or other transaction between this corporation or any other firm or corporation shall be affected or invalidated by reason of the fact that any of the directors or officers of this corporation are interested in or are members, shareholders, directors or officers of this corporation, or are interested in or are members, shareholders, directors, or officers of such other firm or corporation; and any director or officer of this corporation may be a party to or may be interested in any contract or transaction of this corporation or in which this corporation is interested and no such contract shall be affected or invalidated thereby; and each and every person who may become a director or officer of this corporation is hereby relieved from any liability that might otherwise exist from his contracting with this corporation for the benefit of himself or any person, firm, association or corporation in which he may be in any wise interested.

ELEVENTH: The shareholders and directors shall have power to hold their meetings, if the bylaws so provide, and to keep the books (except the original books required to be kept in the State of Missouri, pursuant to the laws thereof) outside of the State of Missouri, and to have one or more offices, within or without the State of Missouri, at such places as may be from time to time designated in the bylaws or by resolution of the shareholders or directors.

TWELFTH: This corporation reserves the right to amend, alter or repeal any provision contained in these articles of incorporation in the manner now or hereafter prescribed by the statutes of Missouri, and all rights and powers conferred herein are granted subject to this reservation; and, in particular, the corporation reserves the right and privilege, subject to compliance with any requirements set forth in Article THIRD of these Articles, to amend its articles of incorporation from time to time so as to authorize other or additional classes of shares of stock, to increase or decrease the number of shares of stock of any class now or hereafter authorized, and to vary the preferences, qualifications, limitations, restrictions and the special or relative rights or other characteristics in respect of the shares of each class and to accept and avail itself of, or subject itself to, the provisions of any statutes of Missouri hereafter enacted pertaining to general and business corporations and to exercise all the rights, powers and privileges conferred upon corporations organized thereunder or accepting the provisions thereof and assume the obligations and duties imposed therein, upon the favorable vote of the shareholders of a majority of the shares of stock entitled to vote thereon.

IN WITNESS WHEREOF, we have hereunto set our hands this

16th day of May, 1955.

/s/ Edward S. Biggar
Edward S. Biggar

/s/ L. T. Reinoehl
L. T. Reinoehl

/s/ James P. Sunderland
James P. Sunderland

STATE OF MISSOURI }
COUNTY OF JACKSON } SS.

The undersigned, Edward S. Biggar, L. T. Reinoehl and James P. Sunderland, being all of the incorporators of P & M COAL MINING CO., being duly sworn, upon their oaths, each did say that the statements and matters set forth in the foregoing Articles of Incorporation are true.

/s/ Edward S. Biggar
Edward S. Biggar

/s/ L. T. Reinoehl
L. T. Reinoehl

/s/ James P. Sunderland
James P. Sunderland

1955. Subscribed and sworn to before me this 16th day of May,

MARY J. YOUNG
NOTARY PUBLIC
JACKSON COUNTY, MO.

/s/ Mary J. Young
Notary Public

My commission expires February 1, 1959.

STATE OF MISSOURI }
COUNTY OF JACKSON } SS.

On this 16th day of May, 1955, before me personally appeared Edward S. Biggar, L. T. Reinoehl and James P. Sunderland, to me known to be the persons described in and who executed the foregoing instrument and acknowledged that they executed the same as their free act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and af-
fixed my notarial seal the day and year last above mentioned.

MARY J. YOUNG
NOTARY PUBLIC
JACKSON COUNTY, MO.

/s/ Mary J. Young
Notary Public

My commission expires Feb. 1, 1959.

**FILED and CERTIFICATE
ISSUED**

MAR 28 1957

Walter H. Toberman
CORPORATION DEPT. Secretary of State

2

STATE OF MISSOURI
CERTIFICATE OF AMENDMENT
AND MERGER



To All to Whom These Presents Shall Come:

I, WALTER H. TOBERMAN, Secretary of State of the State of Missouri, and Keeper of the Great Seal thereof, do hereby certify that

P & M COAL MINING CO.

a corporation organized under the Laws of Missouri, has filed in the Office of the Secretary of

State its Certificate of ~~Amendment~~ Merger of THE COLONIAL COAL MINING COMPANY, a

Delaware corporation, and PARADISE COLLIERIES, INC., a Delaware corporation, into P & M COAL MINING CO., a Missouri corporation, the survivor and amending the Articles of the surviving corporation as follows: (1) increasing the authorized shares

From: 10,000 shares of common stock, @ \$10.00 par value

To: 100,000 shares of common stock, @ \$50.00 par value;

(2) increasing the number of the Board of Directors from three to five,

as provided by Law, and has in all respects complied with the requirements of law governing the

Amendment and Merger of Articles of Incorporation

of corporations organized under The General and Business Corporation Act of Missouri. and the Laws of the State of Delaware.

IN WITNESS WHEREOF, I hereunto set my hand and
affix the Great Seal of the State of Missouri. Done at the City of

(SEAL)

Jefferson, this 28th day of March, A. D. 1957

Walter H. Toberman

Secretary of State.

Chief Clerk.

85060
CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
P & M COAL MINING CO.

BE IT KNOWN, that we, EDWIN R. PHELPS, president of P & M Coal Mining Co., a Missouri corporation (hereinafter referred to as the "corporation"), and chairman of the meeting described below of the shareholders of the corporation, and HENRY J. HOFMEISTER, secretary of the corporation and secretary of said shareholders' meeting, do hereby make and execute this Certificate of Amendment of the Articles of Incorporation of the corporation, and certify as follows:

FIRST. The name of the corporation is:

P & M COAL MINING CO.

SECOND. The following resolution setting forth a proposed amendment to the Articles of Incorporation of the corporation (hereinafter referred to as "the amendment") was, in the manner provided by The General and Business Corporation Law of Missouri, duly adopted by the board of directors of the corporation and submitted to and duly adopted by the shareholders of the corporation entitled to vote thereon at a special meeting of the shareholders held on May 25, 1960, at the office of the corporation in Kansas City, Missouri, said resolution reading as follows:

RESOLVED, that Article I of the Articles of Incorporation of the corporation shall be amended to read as follows:

ARTICLE I

The name of the corporation is THE PITTSBURG & MIDWAY COAL MINING CO.

THIRD. The undersigned president and secretary of the corporation acted as chairman and secretary, respectively, of said meeting of the shareholders. The number of shares of stock of the corporation issued and outstanding and entitled to vote on the amendment was 42,300 shares of common stock of the par value of

\$50 each, of which 42,300 shares were represented at the meeting in person or by proxy. At said meeting a vote of the shareholders entitled to vote thereon was taken upon the amendment, and 42,300 shares of common stock were voted for adoption of the amendment and -0- shares of common stock were voted against its adoption. Having received the affirmative vote of more than the majority of the outstanding shares entitled to vote thereon, the amendment was declared to be, and was, duly adopted in the manner provided by law.

IN WITNESS WHEREOF, the undersigned president of the corporation and chairman of the aforesaid meeting of the shareholders has executed this Certificate and the undersigned secretary of the corporation and secretary of said meeting of the shareholders has attested the same and has hereunto affixed the corporate seal of the corporation, all on this 25th day of May, 1960.


Edwin R. Phelps



Henry J. Hofmeister

STATE OF MISSOURI }
COUNTY OF JACKSON } SS.

I, EDWIN R. PHELPS, being first duly sworn, upon my oath depose and say that the matters and things set forth in the foregoing Certificate are true and correct.


Edwin R. Phelps

Subscribed and sworn to before me this 25th day of May, 1960.



Betty Benberger
Notary Public in and for said
County and State

My commission expires: _____ My Commission Expires September 2, 1963

STATE OF MISSOURI }
COUNTY OF JACKSON } SS.

On this 25th day of May, 1960, before me, a Notary Public, appeared EDWIN R. PHELPS and HENRY J. HOFMEISTER, to me personally known, who being by me duly sworn did acknowledge and say that they are the president and secretary, respectively, of P & M Coal Mining Co., a Missouri corporation; that they acted as chairman and secretary, respectively, of the meeting of the shareholders of said corporation mentioned in the foregoing Certificate; that said instrument was executed by said Edwin R. Phelps and attested by said Henry J. Hofmeister, who also affixed thereto the corporate seal, as their free act and deed; that the seal affixed to said Certificate is the corporate seal of said corporation and that said instrument was executed, attested and sealed in behalf of said corporation by authority of its board of directors and the shareholders thereof; and that Edwin R. Phelps and Henry J. Hofmeister acknowledged said Certificate to be the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal at my office in Kansas City, Missouri, the day and year last above written.

FILED AND CERTIFICATE
ISSUED

JUN 28 1960

Betty Benberger
Notary Public in and for said
County and State

My commission expires: _____ My Commission Expires September 2, 1963

SECRETARY OF STATE

STATE OF MISSOURI
CERTIFICATE OF AMENDMENT



To All to Whom These Presents Shall Come:

ROBERT W. CRAWFORD

I, ~~WALTER H. FORD~~ Secretary of State of the State of Missouri, and Keeper of the

Great Seal thereof, do hereby certify that _____

P & M COAL MINING CO.

a corporation organized under the Laws of Missouri, has filed in the Office of the Secretary of

State its Certificate of Amendment changing the corporate name to

THE PITTSBURG & MIDWAY COAL MINING CO.

as provided by Law, and has in all respects complied with the requirements of law governing the

Amendment of Articles of Incorporation.

IN WITNESS WHEREOF, I hereunto set my hand and affix
the Great Seal of the State of Missouri. Done at the City of Jeffer-

(SEAL)

son, this 23th day of June, A.D. 1960

Robert W. Crawford

Secretary of State.

Eula H. Hays

Chief Clerk.



FORFEITURE OF CHARTER AND AUTHORITY TO DO BUSINESS



STATE of MISSOURI

JAMES C. KIRKPATRICK

Secretary of State

Corporation Division

Whereas, Corporation No

85060 THE PITTSBURGH & MIDWAY
COAL MINING CO.
% C T CORPORATION
314 NORTH BROADWAY
ST LOUIS MO.

has failed to comply with the provisions of Sections 351.120 through 351.140, Revised Statutes of Missouri, requiring the annual registration by every corporation organized or licensed to do business under the laws of this state of its corporate name, registered office, registered agent, name and address of each of the officers and directors, filing of anti-trust affidavit, and payment of annual registration fee; and

WHEREAS, the Certificate or License of said corporation stands canceled as of January 1, 1974, under the provisions of Section 351.525, Revised Statutes of Missouri for failure to file annual registration report and anti-trust affidavit and pay the annual registration fee for the year 1973;

Now, Therefore, I, James C. Kirkpatrick, Secretary of State, do hereby declare the corporate rights, privileges and franchises heretofore conferred by this state upon said corporation forfeited and canceled, subject to rescission as in this act provided.

IN TESTIMONY WHEREOF, I hereunto set my hand and affix my seal this 15th day of January, Nineteen Hundred and Seventy-Four.

James C. Kirkpatrick
Secretary of State



STATE of MISSOURI

JAMES C. KIRKPATRICK, Secretary of State

CORPORATION DIVISION

APPLICATION FOR RESCINDING FORFEITURE

(To be submitted by an attorney)

HONORABLE JAMES C. KIRKPATRICK
SECRETARY OF STATE
STATE OF MISSOURI
JEFFERSON CITY, MO. 65101

WHEREAS, the charter of The Pittsburg & Midway Coal Mining Co.
a corporation organized under the laws of Missouri on the 17th
day of May, 19 55, was forfeited on the 1st day
of January, 19 74 under the provisions of the General Business laws of
Missouri, the undersigned, the last President, hereby requests that such
forfeiture be rescinded and herewith submits the following affidavit, a fee of \$ 50.00
and such reports or documentation as may be required by the office of the Secretary of State to rescind the
forfeiture.

AFFIDAVIT

STATE OF Missouri
COUNTY OF Jackson } ss

James A. Borders, on his oath, first being duly sworn,
states that he is the last President

(President, Secretary, Vice President or Treasurer)

of The Pittsburg & Midway Coal Mining Co., a Missouri corporation;
that he is acting as one of and on behalf of the statutory trustees, that the trustees have caused the annual regis-
tration and anti-trust affidavit to be duly prepared and submitted for filing herewith; that said corporation has not
evaded, or attempted to evade, service of process issued from any court of this State; that it has not attempted to conceal
from the general public the location of its principal place of business in this State, nor the address of its President or
Secretary, so that the ordinary process of law could not be served upon it; that it has paid to the Missouri Department of
Revenue all franchise taxes which it may owe.

James A. Borders
(The last President, Secretary, Vice President or Treasurer)

Subscribed and sworn to before me this 26th day of July, 19 74.

NOTARY PUBLIC, STATE OF MISSOURI
My Commission expires MY COMMISSION EXPIRES MARCH 21, 1978

Frederic V. Canale
(Notary Public)

No. 85060



STATE of MISSOURI

JAMES C. KIRKPATRICK, Secretary of State

Corporation Department

Certificate of Rescission of Forfeiture

I, JAMES C. KIRKPATRICK, Secretary of State of the State of Missouri, hereby certify that
forfeiture of charter entered against corporation No. 85060,
THE PITTSBURG & MIDWAY COAL MINING CO.

on the 1st day of January, 19⁷⁴, as provided in The General and Business Corporation Law
was this day rescinded, and said corporation was on the date hereof restored to good standing
on the records of this office.

IN TESTIMONY WHEREOF, I, hereunto set my hand and affix
the GREAT SEAL of the State of Missouri. Done at the City of
Jefferson, this 1st day of August,
Nineteen Hundred and Seventy-four.

James C. Kirkpatrick
SECRETARY OF STATE

Robin Carnahan Secretary of State
2007 ANNUAL REGISTRATION REPORT
BUSINESS

File Number: 200702390141
00085060
Date Filed: 01/23/2007
Robin Carnahan
Secretary of State

REPORT DUE BY: 04/30/2007

ANNUAL REPORT MONTH:
January

00085060
THE PITTSBURG & MIDWAY COAL MINING CO.
PRENTICE-HALL CORP. SYSTEM
221 BOLIVAR STREET
JEFFERSON CITY, MO 65101

1 PRINCIPAL PLACE OF BUSINESS OR
CORPORATE HEADQUARTERS:
6001 BOLLINGER CANYON RD (Required)
STREET
SAN RAMON, CA 94583
CITY/STATE ZIP

If changing the registered agent and/or registered office address, please check the appropriate box(es) and fill in the necessary information.

☐

The new registered agent

IF CHANGING THE REGISTERED AGENT, AN ORIGINAL WRITTEN CONSENT FROM THE NEW
REGISTERED AGENT MUST BE ATTACHED AND FILED WITH THIS REGISTRATION REPORT.

☐

The new registered office address

Must be a Missouri address, PO Box alone is not acceptable. This section is not applicable for Banks, Trusts and Foreign Insurance.

OFFICERS

NAME AND PHYSICAL ADDRESS (P.O. BOX ALONE NOT
ACCEPTABLE). (MUST LIST PRESIDENT AND SECRETARY BELOW)

PRES MARK A SMITH (Required)

STREET/RT 116 INVERNESS DRIVE EAST #207

CITY/STATE/ZIP ENGLEWOOD, CO 80112

V-PRES

STREET/RT

CITY/STATE/ZIP

SEC'Y KARI H ENDRIES (Required)

STREET/RT 6001 BOLLINGER CANYON RD

CITY/STATE/ZIP SAN RAMON, CA 94583

TREAS HOWARD B SHEPPARD

STREET/RT 6001 BOLLINGER CANYON RD

CITY/STATE/ZIP SAN RAMON, CA 94583

NAMES AND ADDRESSES OF ALL OTHER OFFICERS AND DIRECTORS ARE ATTACHED

BOARD OF DIRECTORS

NAME AND PHYSICAL ADDRESS (P.O. BOX ALONE NOT
ACCEPTABLE). (MUST LIST AT LEAST ONE DIRECTOR BELOW)

NAME JAMES G. dI ZEREGA (Required)

STREET/RT 116 INVERNESS DRIVE

CITY/STATE/ZIP ENGLEWOOD, CO 80112

NAME

STREET/RT

CITY/STATE/ZIP

NAME

STREET/RT

CITY/STATE/ZIP

NAME

STREET/RT

CITY/STATE/ZIP

The undersigned understands that false statements made in this report are punishable for the crime of making a false
declaration under Section 575.060 RSMo. Photocopy or stamped signature not acceptable.

Authorized party or officer sign here

WARREN J BRECHTEL

(Required)

Please print name and title of signer:

WARREN J BRECHTEL

ASST SECRETARY

NAME

TITLE

REGISTRATION REPORT FEE IS:

___ \$20.00 If filed on or before 4/30

___ \$35.00 If filed on or before 5/31

___ \$50.00 If filed on or before 6/30

___ \$65.00 If filed on or before 7/31

WHEN THIS FORM IS ACCEPTED BY THE SECRETARY OF STATE,
BY LAW IT WILL BECOME A PUBLIC DOCUMENT AND ALL
INFORMATION PROVIDED IS SUBJECT TO PUBLIC DISCLOSURE

E-MAIL ADDRESS (OPTIONAL) _____

REQUIRED INFORMATION MUST BE COMPLETE OR THE REGISTRATION REPORT WILL BE REJECTED

MAKE CHECK PAYABLE TO DIRECTOR OF REVENUE

RETURN COMPLETED REGISTRATION REPORT AND PAYMENT TO THE SECRETARY OF STATE - P.O. BOX 1366, JEFFERSON CITY, MO 65102

Robin Carnahan Secretary of State
2007 ANNUAL REGISTRATION REPORT

NAMES AND ADDRESSES OF ALL OTHER OFFICERS AND DIRECTORS:

ASSISTANT SECRETARY

WARREN J BRECHTEL

6001 BOLLINGER CANYON RD

SAN RAMON, CA 94583



State of Missouri
Robin Carnahan, Secretary of State

Corporations Division
P.O. Box 778 / 600 W. Main Street, Rm 322
Jefferson City, MO 65102

File Number:

00085060

Date Filed: 07/30/2007

Effective Date: 08/01/2007

Robin Carnahan

Secretary of State

**Amendment of Articles of Incorporation
for a General Business or Close Corporation**

Pursuant to the provisions of the General and Business Corporation Law of Missouri, the undersigned Corporation certifies the following:

1. The present name of the Corporation is The Pittsburg & Midway Coal Mining Co.

The name under which it was originally organized was P & M Coal Mining Co.
2. An amendment to the Corporation's Articles of Incorporation was adopted by the shareholders on
July 25, 2007
month/day/year
3. Article Number FIRST is amended to read as follows:
The name of the corporation is CHEVRON MINING INC.

(If more than one article is to be amended or more space is needed attach additional pages)

Name and address to return filed document:

Name: _____

Address: _____

City, State, and Zip Code: _____

State of Missouri
Amend/Restate - Gen Bus 2 Page(s)



T0721101210

4. Of the 42,500 shares outstanding, 42,500
of such shares were entitled to vote on such amendment.

The number of outstanding shares of any class entitled to vote thereon as a class were as follows:

Class	Number of Outstanding Shares
Common	42,500

5. The number of shares voted for and against the amendment was as follows:

Class	No. Voted For	No. Voted Against
Common	42,500	0

6. If the amendment provides for an exchange, reclassification, or cancellation of issued shares, or a reduction of the number of authorized shares of any class below the number of issued shares of that class, the following is a statement of the manner in which such reduction shall be effected:

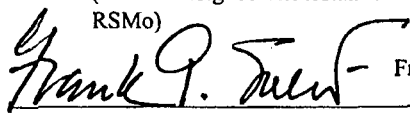
Not applicable

7. If the effective date of the amendment is to be a date other than the date of filing of the certificate of amendment with the Secretary of State, then the effective date, which shall be no more than 90 days following the filing date, shall be specified:

The effective date of the amendment is August 1, 2007.

In Affirmation thereof, the facts stated above are true and correct:

(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo)



Frank G. Soler

Assistant Secretary

July 25, 2007

Authorized Signature

Printed Name

Title

Date

State of Missouri



Robin Carnahan
Secretary of State

CERTIFICATE OF AMENDMENT

WHEREAS,

CHEVRON MINING INC.
00085060

Formerly,

THE PITTSBURG & MIDWAY COAL MINING CO.

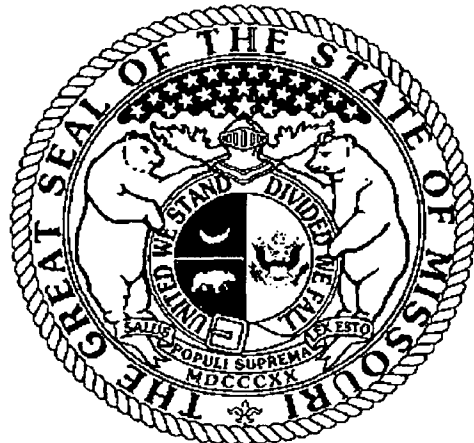
A corporation organized under The General and Business Corporations Law has delivered to me a Certificate of Amendment of its Articles of Incorporation and has in all respects complied with the requirements of law governing the Amendment of Articles of Incorporation under The General Business Corporation Law, and that the Articles of Incorporation of said corporation are amended in accordance therewith.

IN TESTIMONY WHEREOF, I hereunto
set my hand and cause to be affixed the
GREAT SEAL of the State of Missouri.
Done at the City of Jefferson, this
30th day of July, 2007.

EFFECTIVE DATE: August 1, 2007

Robin Carnahan

Secretary of State





State of Missouri

Robin Carnahan, Secretary of State

Corporations Division
P.O. Box 778 / 600 W. Main Street, Rm 322
Jefferson City, MO 65102

File Number:

00085060

Date Filed: 08/31/2007

Robin Carnahan

Secretary of State

Summary Articles of Merger

(Section 351.430, RSMo)
(Submit with filing fee of \$30)

Pursuant to the provisions of The General and Business Corporation Law of Missouri, the undersigned corporations certify the following:

1. The constituent corporations are:

Chevron Mining Inc.	of	Missouri
<small>Name of Corporation</small>		<small>Parent State</small>
Molycorp, Inc.	of	Delaware
<small>Name of Corporation</small>		<small>Parent State</small>

2. A plan of merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations as required by Chapter 351, RSMo.);

3. The name of the surviving corporation is Chevron Mining Inc. of Missouri;
Name of Corporation Parent State

4. Check one of the following:

☐ The merger has effected amendments or changes in the articles of the surviving corporation and those are attached to this summary. (Please attach amendments.)

☒ There are no amendments or changes to the articles of the surviving corporation, and the articles of the surviving corporation shall be the articles of incorporation.

5. The executed plan of merger is on file at the principal place of business of the surviving corporation at
116 Inverness Drive East, Suite 207, Englewood, CO 80112

street, city, state and zip

6. A copy of a plan of merger will be furnished by the surviving corporation, on request and without cost, to any shareholder of any constituent corporation.

7. The effective date of this document is the date it is filed by the Secretary of State of Missouri, unless you indicate a future date, as follows:

08/31/07

Date may not be more than 90 days after the filing date in this office

To be completed only if surviving corporation is a foreign corporation.

8. If the surviving corporation is a foreign corporation, it is agreed that, upon and after the issuance of a certificate of merger by the Secretary of State of the State of Missouri:

- a. The surviving corporation may be served with process in the State of Missouri in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Missouri which is party to the merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Missouri against the surviving corporation;
- b. The Secretary of State of the State of Missouri shall be and hereby is irrevocably appointed as the agent of the surviving corporation to accept service of process in any such proceeding; the address to which the service of process in any such proceeding shall be mailed is _____

Name and address to return filed document:

Name: _____
Address: _____
City, State, and Zip Code: _____

State of Missouri
Merger - General Business - Domestic 3 Page(s)



T0724706510

TAXATION BUREAU
P O BOX 3666
JEFFERSON CITY MO 65105-3666

STATE OF MISSOURI
Department of Revenue

Telephone: (573) 751-9268
Fax: (573) 522-1160
E-mail: taxclearance@dor.mo.gov



CERTIFICATE OF TAX CLEARANCE

MOLYCORP
116 INVERNESS DR EAST STE 207
ENGLEWOOD CO80112

DATE: AUGUST 31, 2007

MISSOURI CORPORATION CHARTER NUMBER: F00241672

In response to the corporation's request, a review of the tax records has been completed. All taxes owed, including all liabilities owed as determined by the Division of Employment Security, pursuant to Chapter 288, RSMo, have been paid.

This statement is not to be construed as limiting the authority of the Director of Revenue to pursue collection of liabilities resulting from final litigation, default in payment of any installment agreement entered into with the Director of Revenue, any successor liability that may become due in the future, or audits or reviews of the taxpayer's records as provided by law.

This Certificate of Tax Clearance must be presented to the Missouri Secretary of State's Office with any required paperwork and payment. For information concerning the Secretary of State's requirements, you may call their office at (573) 751-4153 or toll free at (866) 223-6535.

THIS CERTIFICATE REMAINS VALID FOR SIXTY (60) DAYS FROM THE ISSUANCE DATE. If you do not complete your transaction in sixty (60) days you must obtain a new Certificate of Tax Clearance. Additionally, a new Form 943, Request for Tax Clearance, may be required.

Sincerely,

A handwritten signature in cursive script, reading "Jim Brentlinger", is written over a horizontal line.

Jim Brentlinger
Administrator

SL:DU0306

ENC.

CBN001
200724300300923

State of Missouri



Robin Carnahan
Secretary of State

CERTIFICATE OF MERGER MISSOURI ENTITY SURVIVING

WHEREAS, Articles of Merger of the following entities:

MOLYCORP, INC. -- F00241672

INTO:

CHEVRON MINING INC. -- 00085060

Organized and existing under laws of Missouri and Delaware have been received, found to conform to law, and filed.

NOW, THEREOF, I, ROBIN CARNAHAN, Secretary of State of the State of Missouri, issue this Certificate of Merger, certifying that the merger of the aforementioned entities is effected, with

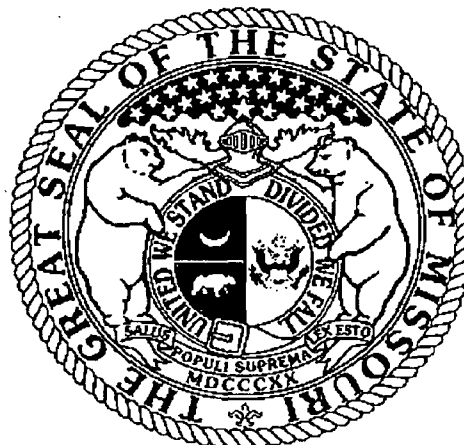
CHEVRON MINING INC. -- 00085060

as the surviving entity.

IN TESTIMONY WHEREOF, I hereunto
set my hand and cause to be affixed the
GREAT SEAL of the State of Missouri.
Done at the City of Jefferson, this
31st day of August, 2007.

Robin Carnahan

Secretary of State



Robin Carnahan Secretary of State
2011 ANNUAL REGISTRATION REPORT
BUSINESS

File Number: 201103280596

00085060

Date Filed: 02/01/2011

Robin Carnahan
Secretary of State

REPORT DUE BY: 04/30/2011

00085060
CHEVRON MINING INC.
PRENTICE-HALL CORP. SYSTEM
221 BOLIVAR STREET
JEFFERSON CITY, MO 65101

RENEWAL MONTH:

January

I OPT TO CHANGE THE CORPORATION'S
☐ RENEWAL MONTH TO _____ FOR A \$25.00 FEE.

PRINCIPAL PLACE OF BUSINESS OR
CORPORATE HEADQUARTERS:

6001 BOLLINGER CANYON RD V2: (Required)

STREET

SAN RAMON, CA

94583

CITY/STATE

ZIP

If changing the registered agent and/or registered office address, please check the appropriate box(es) and fill in the necessary information.

☐

The new registered agent

IF CHANGING THE REGISTERED AGENT, AN ORIGINAL WRITTEN CONSENT FROM THE NEW
REGISTERED AGENT MUST BE ATTACHED AND FILED WITH THIS REGISTRATION REPORT.

☐

The new registered office address

Must be a Missouri address, PO Box alone is not acceptable. This section is not applicable for Banks, Trusts and Foreign Insurance.

OFFICERS

NAME AND PHYSICAL ADDRESS (P.O. BOX ALONE NOT
ACCEPTABLE). (MUST LIST PRESIDENT AND SECRETARY BELOW)

PRES FREDERICK D NELSON (Required)
STREET/RT 116 INVERNESS DRIVE E. #207
CITY/STATE/ZIP ENGLEWOOD, CO 80112

V-PRES

STREET/RT

CITY/STATE/ZIP

SECY FRANK G SOLER (Required)

STREET/RT 6001 BOLLINGER CANYON RD

CITY/STATE/ZIP SAN RAMON, CA 94583

TREAS

STREET/RT

CITY/STATE/ZIP

NAMES AND ADDRESSES OF ALL OTHER OFFICERS AND DIRECTORS ARE ATTACHED

BOARD OF DIRECTORS

NAME AND PHYSICAL ADDRESS (P.O. BOX ALONE NOT
ACCEPTABLE). (MUST LIST AT LEAST ONE DIRECTOR BELOW)

NAME FREDERICK D NELSON (Required)
STREET/RT 116 INVERNESS DRIVE E. #207

CITY/STATE/ZIP ENGLEWOOD, CO 80112

NAME

STREET/RT

CITY/STATE/ZIP

NAME

STREET/RT

CITY/STATE/ZIP

NAME

STREET/RT

CITY/STATE/ZIP

The undersigned understands that false statements made in this report are punishable for the crime of making a false
declaration under Section 575.060 RSMo. Photocopy or stamped signature not acceptable.

Authorized party or officer sign here

WARREN J BRECHTEL

(Required)

Please print name and title of signer:

WARREN J BRECHTEL

ASST SECRETARY

NAME

TITLE

REGISTRATION REPORT FEE IS:

___ \$20.00 If filed on or before 4/30

___ \$35.00 If filed on or before 5/31

___ \$50.00 If filed on or before 6/30

___ \$65.00 If filed on or before 7/31

ADD AN ADDITIONAL \$25.00 FEE IF CHANGING
THE RENEWAL MONTH.

WHEN THIS FORM IS ACCEPTED BY THE SECRETARY OF STATE,
BY LAW IT WILL BECOME A PUBLIC DOCUMENT AND ALL
INFORMATION PROVIDED IS SUBJECT TO PUBLIC DISCLOSURE

E-MAIL ADDRESS (OPTIONAL)

REQUIRED INFORMATION MUST BE COMPLETE OR THE REGISTRATION REPORT WILL BE REJECTED

MAKE CHECK PAYABLE TO DIRECTOR OF REVENUE

RETURN COMPLETED REGISTRATION REPORT AND PAYMENT TO: Secretary of State, P.O. Box 1366, Jefferson City, MO 65102

Robin Carnahan Secretary of State
2011 ANNUAL REGISTRATION REPORT

NAMES AND ADDRESSES OF ALL OTHER OFFICERS AND DIRECTORS:

ASSISTANT SECRETARY

WARREN J BRECHTEL

6001 BOLLINGER CANYON RD

SAN RAMON, CA 94583

STATE OF MISSOURI



Robin Carnahan
Secretary of State

CORPORATION DIVISION
CERTIFICATE OF GOOD STANDING

I, ROBIN CARNAHAN, Secretary of the State of Missouri, do hereby certify that the records in my office and in my care and custody reveal that

CHEVRON MINING INC.
00085060

was created under the laws of this State on the 17th day of May, 1955, and is in good standing, having fully complied with all requirements of this office.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 16th day of June, 2011

A handwritten signature in cursive script that reads "Robin Carnahan".

Secretary of State

